**VOTING BALLOT FOR THE VOTE BY CORRESPONDENCE**

**FOR LEGAL PERSON SHAREHOLDERS**

For the Ordinary General Meeting of Shareholders

S.N.G.N. „ROMGAZ” – S.A. on **April 22/23, 2020**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), with the registered office in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non- resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non- resident legal persons [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity),

shareholder on the Reference Date, i.e. **April 10, 2020**, of S.N.G.N. “ROMGAZ” – S.A., company managed under an one-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 385,422,400 (**“the Company”**),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_% of the total of 385,422,400 shares issued by the Company**,** which entitles me toa number of \_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_\_\_% of the total amount of 385,422,400 voting rights,

acknowledging the agenda of **the Ordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ” – S.A. (hereinafter referred to as „OGMS”)** on **April 22, 2020, 1:00** **pm** (Romania time), and the reference material related to the agenda of the OGMS, by this vote by correspondence I understand to exercise my vote for the OGMS of the Company to be held on **April 22, 2020, 1:00** **pm** (Romania time)**,** at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, as follows:

The draft Resolution for item 1 on the agenda:

**„Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 2 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Service S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 3 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Service S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 4 on the agenda:

**„Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2019 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 5 on the agenda:

**„Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2019 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 6 on the agenda:

**Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2019, as follows:**

| **I** | **Indicators** | **YEAR 2019 Value (RON)** |
| --- | --- | --- |
| **0** | 1 | 2 |
| **A.** | **Gross result of financial year** |  **1 224 268 884,00**  |
| **B.** | Current income tax |  286 025 447,00 |
| **B.1** | Specific activities tax  |  46 796,00 |
| **C.** | Revenue from deferred income tax |  118 163 586,00 |
| **C.1** | Deferred income tax |  9 953 605,00 |
| **D.** | **Net result of financial year [A-B-B1+C-C.1]**, (accounting profit after profit tax deduction), including:  |  **1 046 406 622,00** |
| **a)** | Legal reserve |  .00 |
| **b)** | Other reserves representing fiscal facilities provided by law (Law No. 227/2015-Article 22) |  12 247 662,00 |
| **c)** | Coverage of losses in retained earnings from previous years accounting errors (in accordance with Article 1, paragraph (1), c) of GO No. 64/2001) |  .00 |
| **c1)** | Set up of own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c^1 of GO No. 64/2001) |  .00 |
| **d)** | Other distributions as provided by special laws |  .00 |
| **E.**  |  **Remaining net profit to be distributed (D-a-b+c-c1-d)** |  **1 034 158 960,00** |
| **e)** | Employees’ participation to profit |  31 524 733,00 |
| **f)** | Dividends due to shareholders (approx. **50.27%** of net profit to be distributed (E + e)) |  535 737 136,00 |
| -dividend/share |  **1,39** |
| **g)** | Profit for setting up own financing sources(E-f) |  498 421 824,00 |
|
|  | **TOTAL DISTRIBUTIONS (b+f+g)** |  **1 046 406 622,00** |

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 7 on the agenda:

**„Approves the gross dividend of RON 1.39 per share, distributed from the net profit achieved in 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 8 on the agenda:

**„Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” source in accordance with GD No. 168/1998, as subsequently amended and supplemented, as follows:**

* 1. **the amount of RON 84,792,928.00 as dividends;**
	2. **the amount of RON 82,207,785.98, for own financing sources”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 9 on the agenda:

**„Approves the gross dividend of RON 0.22 per share, distributed from retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 10 on the agenda:

**„Approves the total gross dividend per share in amount of RON 1.61, out of which RON 1.39 related to the 2019 result and RON 0.22 related to retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 11 on the agenda:

**„Establishes July 24, 2020 as payment day, for payment of dividends due to shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 12 on the agenda:

**„Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 31,524,733”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 13 on the agenda:

**„Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 14 on the agenda:

**„Approves the budgetary discharge of the Board members for the financial year 2019”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 15 on the agenda:

**„Approves the maximum limit of the insured amount related to the professional liability insurance of Board members, in amount of Euro 100,000,000”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 16 on the agenda:

**„Establishes July 3, 2020 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 17 on the agenda:

**„Establishes July 2, 2020 as „Ex-Date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 18 on the agenda:

**„Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTAIN”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

This voting ballot for the vote by correspondence is also valid for the second meeting of the same OGMS on **April 23, 2020, 1:00** **pm** (Romania time), at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, if the meeting does not meet the legal or statutory requirements for convening on **April 22, 2020, 1:00** **pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **April 20, 2020, 11:00 am** (Romania time).

Date of the voting ballot for the vote by correspondence: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters).

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]   (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)